

5/15/2017

**L6700010019**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
SEMINOLE HARD ROCK INTERNATIONAL, LLC**

Certificate of Status	0
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**T. LEMIEUX**  
MAY 16 2017

*Merger*

**FILED**

**ARTICLES OF MERGER  
OF  
HR EV HOLDINGS, LLC  
WITH AND INTO  
SEMINOLE HARD ROCK INTERNATIONAL, LLC  
UNDER SECTION 605.1025 OF THE FLORIDA STATUTES**

2017 MAY 15 A 11: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 605.1025 of the Florida Statutes.

**FIRST:** The name and jurisdiction of formation of each of the constituent entities party to the Merger (the "Constituent Entities") are as set forth below:

<u>Name and Type of Entity</u>	<u>Jurisdiction of Formation</u>
HR EV Holdings, LLC – Limited Liability Company	United States Virgin Islands
Seminole Hard Rock International, LLC – Limited Liability Company	Florida

**SECOND:** The name of the company surviving the Merger is Seminole Hard Rock International, LLC, a Florida limited liability company (the "Surviving Entity").

**THIRD:** The Agreement and Plan of Merger (the "Merger Agreement"), dated April 19, 2017, by and between the Constituent Entities, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the provisions of Sections 605.1021-605.1026 of the Florida Statutes and in accordance with the laws of the United States Virgin Islands.

**FOURTH:** The surviving entity exists before the merger and is a domestic filing entity.

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Section 605.1006 and Sections 605.1061-605.1072, of the Florida Statutes.

**SIXTH:** The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SEVENTH:** The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

*[Signature page follows]*

**IN WITNESS WHEREOF**, Seminole Hard Rock International, LLC has caused this Certificate of Merger to be executed on the 12 day of May, 2017.

**SURVIVING COMPANY:**

**SEMINOLE HARD ROCK  
INTERNATIONAL, LLC**

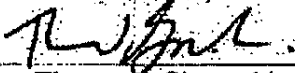
By: 

Name: Thomas J. Gispanski

Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Secretary

**MERGING COMPANY:**

**HR EV HOLDINGS, LLC**

By: 

Name: Thomas J. Gispanski

Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Secretary

*[Signature page to Articles of Merger]*